

# **EXHIBIT “6”**

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**SOLICITATION PACKAGE FOR USA COMMERCIAL MORTGAGE COMPANY, ET AL.**

DIRECT ALL INQUIRIES TO THE SOLICITATION AGENT: BMC GROUP

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WEBSITE: [www.bmcgroup.com/usacmc](http://www.bmcgroup.com/usacmc)**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF NEVADA**

In re: USA COMMERCIAL MORTGAGE COMPANY, Debtor.	Case No. BK-S-06-10725 LBR
In re: USA CAPITAL REALTY ADVISORS, LLC, Debtor.	Case No. BK-S-06-10726 LBR
In re: USA CAPITAL DIVERSIFIED TRUST DEED FUND, LLC, Debtor.	Case No. BK-S-06-10727 LBR
In re: USA CAPITAL FIRST TRUST DEED FUND, LLC, Debtor.	Case No. BK-S-06-10728 LBR
In re: USA SECURITIES, LLC, Debtor.	Case No. BK-S-06-10729 LBR
Affects: <input checked="" type="checkbox"/> All Debtors	Chapter 11
	Jointly Administered Under Case No. BK-S-06-10725 LBR

**IMPORTANT DATES**

- Voting Record Date: November 6, 2006
- Voting Deadline: December 11, 2006 at 4:00 p.m. Prevailing Pacific Time
- Confirmation Objection Deadline: December 11, 2006
- Hearing to Confirm the Plan: December 19, 2006 at 10:00 a.m. Prevailing Pacific Time

**CONTENTS**

- Notice of Confirmation Hearing and Related Deadlines and Procedures for Seeking Approval of and Objection to Confirmation of the Debtors' Third Amended Joint Plan of Reorganization
- Summary of Treatment of Creditors and Interest Holders Under Third Amended Plan
- Committee Letters in Support of the Plan
- Debtors' First Amended Disclosure Statement
  - Exhibit 1: Debtors' Third Amended Joint Chapter 11 Plan of Reorganization
  - Exhibit 2: Loan Summary
  - Exhibit 3: Organizational Chart
  - Exhibit 4: Liquidation Analysis
- Order Approving: (A) Debtors' Disclosure Statement; (B) Proposed Notice of Confirmation Hearing; (C) Proposed Solicitation and Notice Procedures; and (D) Proposed Form of Ballots

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the holders of Allowed Direct Lender General Unsecured Claims. All costs of distribution allocable to a particular group of beneficiaries shall be paid from such respective distributions in accordance with the USACM Trust Agreement.

## 2. Post-Effective Date DTDF.

Post-Effective Date DTDF shall be governed pursuant to the Plan and the DTDF Amended Operating Agreement. A copy of the DTDF Amended Operating Agreement shall be included in the Plan Documents Supplement. Allowed Equity Interests in DTDF shall survive the Effective Date, and be the sole beneficiaries of Post-Effective Date DTDF.

The DTDF Amended Operating Agreement will modify the DTDF Operating Agreement to include, but not be limited to, the elimination of the management provisions and fees relating to USA Realty. The DTDF Amended Operating Agreement will also include all disclosures required under sections 1129(a)(4) and (a)(5) of the Bankruptcy Code. Post-Effective Date DTDF, through the DTDF Administrator, shall have the discretion, subject to review by the DTDF Post-Effective Date Committee in accordance with the DTDF Amended Operating Agreement, to realize assets, whether by suit, compromise, release or otherwise. The DTDF Amended Operating Agreement shall provide for all expense reserves necessary for Post-Effective Date DTDF.

The DTDF Committee will propose the Person to serve as the DTDF Administrator, after advice and consent of DTDF, and will provide all disclosures required respecting the Person pursuant to sections 1129(a)(4) and (a)(5) of the Bankruptcy Code, not less than ten (10) days before the Confirmation Hearing. The DTDF Administrator shall be appointed by the Court at the Confirmation Hearing.

Post-Effective Date DTDF shall retain the DTDF Estate and shall be funded by and consist of all assets of the DTDF Estate not collected or disposed of prior to the Effective Date, including all Cash and noncash proceeds. The assets of the DTDF Estate retained by Post-Effective Date DTDF include the DTDF Loans (including but not limited to rights associated with the former Epic and Sheraton Loans and the Loan Servicing Agreements for the Excluded DTDF Loans), the DTDF Transferred Assets, all DTDF Litigation Claims, including without limitation the Non-Debtor Insider Litigation, belonging to or assertable by the DTDF Estate, and the DTDF Estate's

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